

RECORDATION NO. **17918-S**

ALVORD AND ALVORD
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JAN 15 '02 11:30 AM
75
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 14, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 2 to Sublease Agreement (PE), dated as of December 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Sublease Agreement (PE) which was previously filed with the Board under Recordation Number 17918-L.

The names and addresses of the parties to the enclosed document are:

Sublessor: Solvay Polymers, Inc.
3333 Richmond Avenue
Houston, Texas 77098

Sublessee: BP Solvay Polyethylene North America, Inc.
3333 Richmond Avenue
Houston, Texas 77098

A description of the railroad equipment covered by the enclosed document is:

374 railcars bearing ELTX reporting marks and road numbers 2000 to 2374 (excluding 2191).

Mr. Vernon A. Williams
January 14, 2002
Page 2

A short summary of the document to appear in the index is:

Amendment No. 2 to Sublease Agreement (PE).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

**AMENDMENT NO. 2
TO SUBLEASE AGREEMENT (PE)**

AMENDMENT NO. 2 TO SUBLEASE AGREEMENT (PE), dated as of December 21, 2001 (this "Amendment No. 2"), between SOLVAY POLYMERS, INC., a Delaware corporation ("Sublessor"), and BP SOLVAY POLYETHYLENE NORTH AMERICA, a Delaware general partnership ("Sublessee"), amending SUBLEASE AGREEMENT (PE), dated as of October 31, 2001, between Sublessor and Sublessee (as heretofore amended by Amendment No. 1 to Sublease Agreement (PE) dated as of November 30, 2001, the "Sublease"); capitalized terms used herein without other definition have the respective meanings set forth, or incorporated by reference, in the Sublease.

WHEREAS, the parties to the Sublease have agreed to amend the Sublease so as to extend the term of the Sublease;

NOW, THEREFORE, Sublessor and Sublessee hereby agree as follow:

1. Amendment. Clause (c) of Section 1 of the Sublease is hereby amended by deleting "December 31, 2001" and inserting in place of those words "January 31, 2002".
2. Ratification. Except as amended hereby, the Sublease as heretofore supplemented continues and shall remain in full force and effect in all respects.
3. Miscellaneous. This Amendment No. 2 may be executed in counterparts, and each of such counterparts shall for all purposes be deemed to be an original and all such counterparts shall together constitute but one Amendment No. 2.
4. Each of Sublessor and Sublessee agrees to take such actions as the other party may reasonably request in order to give effect to the intent of the provisions hereof.
5. The governing law provisions of the Head Lease shall apply to this Amendment No. 2 as to the Equipment covered by the Head Lease.

[Intentionally left blank. Signature page follows.]

RECORDED 17918-S FILED

JAN 15 '02 11:30 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of Sublessor and Sublessee has caused this Amendment No. 2 to Sublease Agreement (PE) to be duly executed by an authorized officer as of the day and year first above written.

SOLVAY POLYMERS, INC.

By: [Signature]
Name: E. J. Buckingham II
Title: Vice President

BP SOLVAY POLYETHYLENE NORTH
AMERICA

By: [Signature]
Name: E. J. Buckingham II
Title: Secretary

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on December 21, 2001, by E. J. Buckingham II, the Vice President of SOLVAY POLYMERS, INC., a Delaware corporation.



Sandra D Andres
Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 21st day of December, 2001, before me personally appeared, E. J. Buckingham II, to me personally known, being by me duly sworn, says that he is the Vice President of SOLVAY POLYMERS, INC. (the "Corporation"), and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the Partnership Agreement of the Corporation on December 21, 2001, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



Sandra D Andres
Notary Public in and for
the State of Texas

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on December 21, 2001, by
E. J. Buckingham the Secretary of BP SOLVAY
POLYETHYLENE NORTH AMERICA.

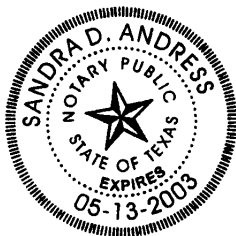


Sandra D Andres
Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 21st day of December, 2001, before me personally appeared,
E. J. Buckingham, to me personally known, being by me duly sworn, says that he is the
secretary of BP SOLVAY POLYETHYLENE NORTH AMERICA (the
"Partnership"), and that the said instrument attached hereto was signed on behalf of the
Partnership under the authority of the Partnership Agreement of the Partnership on
December 21, 2001, and he acknowledged that the execution of the said instrument was the act
and deed of the Partnership.



Sandra D Andres
Notary Public in and for
the State of Texas

**INSTRUCTION AND CONSENT TO AMENDMENT NO. 2
TO SUBLEASE AGREEMENT (PE)**

This Instruction and Consent to Amendment No. 2, dated as of December 21, 2001 (this "Consent"), by each of the undersigned shall be attached to Amendment No. 2 to Sublease Agreement (PE), dated as of December 21, 2001 ("Amendment No. 2"), between Solvay Polymers, Inc. and BP Solvay Polyethylene North America. Capitalized terms used herein without other definition have the respective meanings set forth, or incorporated by reference, in Amendment No. 2.

Verizon Capital Corp., a Delaware corporation, as Trustor (as defined in the Head Lease) authorizes and directs State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee (as defined in the Head Lease), as Lessor under the Head Lease, to execute this Consent.


Trustee, as Lessor under the Head Lease consents to the terms of Amendment No. 2.

Massachusetts Mutual Life Insurance Company, a Massachusetts corporation, for itself and as successor in interest to MML Pension Insurance Company authorizes and consents to Head Lessor's execution of this Consent.

[Intentionally left blank. Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Instruction and Consent to Amendment No. 2 to Sublease Agreement (PE) to be duly executed by an authorized officer.

VERIZON CAPITAL CORP

By: 
Name: PAUL H. REPP
Title: SVP

STATE STREET BANK AND TRUST
COMPANY

not in its individual capacity, but solely as
Trustee, under the Trust Agreement as defined
in the Head Lease, as Lessor

By: _____
Name: _____
Title: _____

MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY

for itself and as successor in interest to MML
Pension Insurance Company

By David L. Babson & Company, Inc.,
its Investment Advisor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Instruction and Consent to Amendment No. 2 to Sublease Agreement (PE) to be duly executed by an authorized officer.

VERIZON CAPITAL CORP.

By: _____
Name: _____
Title: _____

STATE STREET BANK AND TRUST
COMPANY

not in its individual capacity, but solely as
Trustee, under the Trust Agreement as defined
in the Head Lease, as Lessor

By: Melissa A. DuMont
Name: Melissa A. DuMont
Title: Assistant Vice President

MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY

for itself and as successor in interest to MML
Pension Insurance Company

By David L. Babson & Company, Inc.,
its Investment Advisor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Instruction and Consent to Amendment No. 2 to Sublease Agreement (PE) to be duly executed by an authorized officer.

VERIZON CAPITAL CORP.

By: _____
Name: _____
Title: _____

STATE STREET BANK AND TRUST
COMPANY

not in its individual capacity, but solely as
Trustee, under the Trust Agreement as defined
in the Head Lease, as Lessor

By: _____
Name: _____
Title: _____

MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY

for itself and as successor in interest to MML
Pension Insurance Company

By David L. Babson & Company, Inc.,
its Investment Advisor

By: 
Name: **Mark A. Ahmed**
Title: **Managing Director**